

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE	:	
	:	Chapter 11
W. R. GRACE & CO.	:	
	:	Case No. 01-01139 (JKF)
Debtor.	:	Related Docket Item: 4931

**NO ORDER REQUIRED CERTIFICATION OF NO OBJECTION
FOURTEENTH MONTHLY FEE APPLICATION, OF
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX CONSULTANTS
TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE MONTH OF NOVEMBER 2003**

On January 14, 2004, PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants to the Debtors, filed its *Fourteenth Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants for Debtors, For Allowance of Compensation and Reimbursement of Expenses for the Month of November 2003* (Docket No. 4802) (the “Application”). The notice filed with the Application provided an objection deadline of 4:00 pm (Eastern Standard Time) on February 3, 2004. The undersigned hereby certifies that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Administrative Order Pursuant to Sections 105 and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals dated December 31, 2001 (“the Order”), the Debtor is authorized to pay PwC \$134,278.56 which represents eighty percent (80%) of the fees, and \$10,882.52, which represents 100% of the expenses requested in the Application upon the filing of this Certification and without the need for entry of a Court order approving the Application.

Dated: February 6, 2004

SMITH, KATZENSTEIN & FURLOW, LLP

/s/ Kathleen M. Miller

Kathleen Miller (I.D. No.2898)

The Corporate Plaza

800 Delaware Avenue, 7th Floor

P.O. Box 410

Wilmington, DE 19899 (Courier 19801)

Telephone: 302-652-8400

Facsimile: 302-652-8405

Email:

Attorneys for PricewaterhouseCoopers LLP

CERTIFICATE OF SERVICE

I hereby certify that on the 6th day of **February 2004**, a copy of the *No Order Required Certification of No Objection to Fourteenth Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants to the Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of November 2003* was served on the following parties in the manner herein indicated:

W.R. Grace & Co.
7500 Grace Drive
Columbia, MD 21044
Attn: David B. Siegel, Senior Vice President
and General Counsel
**VIA U.S. MAIL AND VIA E-MAIL IN PDF
FORMAT TO william.sparks@grace.com**

Laura Davis Jones, Esq.
Pachulski, Stang, Ziehl, Young &
Jones, P.C.
919 North Market Street, Suite 1600
P.O. Box 8705
Wilmington, DE 19899-8705
**VIA E-MAIL IN PDF FORMAT
TO dcarickhoff@pszyj.com**

Steven M. Yoder, Esq.
The Bayard Firm
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899
**VIA E-MAIL IN PDF FORMAT
TO syoder@bayardfirm.com**

Michael R. Latowski, Esq.
Duane, Morris & Heckscher, LLP
1100 N. Market Street, Suite 1200
Wilmington, DE 19801-1246
**VIA E-MAIL IN PDF FORMAT
TO mlastowski@duanemorris.com**

James H.M. Sprayregen, Esquire
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601
**VIA E-MAIL IN PDF FORMAT
TO james.kapp@chicago.kirkland.
com**

J. Douglas Bacon, Esq.
Latham & Watkins
Sears Tower
Suite 5800
Chicago, IL 60606
**VIA E-MAIL IN PDF FORMAT
TO david.heller@lw.com and
carol.hennessey@lw.com**

Lewis Kruger, Esq.
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038-4982
**VIA E-MAIL IN PDF FORMAT
TO rserrette@stroock.com**

Scott L. Baena, Esq.
Bilzin, Sumberg, Dunn, Baena,
Price & Axelrod, LLP
First Union Financial Center
200 South Biscayne Blvd, Suite 2500
Miami, FL 33131
**VIA E-MAIL IN PDF FORMAT
TO jsakalo@bilzin.com**

Michael B. Joseph, Esq.
Ferry & Joseph, P.A.
824 Market Street, Suite 904
P.O. Box 1351
Wilmington, DE 19899
VIA E-MAIL IN PDF FORMAT
TO ttacconelli@ferryjoseph.com

Matthew G. Zaleski, III, Esq.
Campbell & Levine, LLC
Chase Manhattan Centre, 15th Floor
1201 Market Street, Suite 1500
Wilmington, DE 19801
VIA E-MAIL IN PDF FORMAT
TO mgz@del.camlev.com

Teresa K.D. Currier, Esq.
Klett Rooney Lieber & Schorling
1000 West Street, Suite 1410
Wilmington, DE 19801
VIA E-MAIL IN PDF FORMAT
TO currier@klettrooney.com

Frank J. Perch, Esq.
Office of the United States Trustee
844 King Street, Suite 2311
Wilmington, DE 19801
VIA U.S. MAIL

Elihu Inselbuch, Esq.
Caplin & Drysdale
399 Park Avenue, 36th Floor
New York, NY 10022
VIA E-MAIL IN PDF FORMAT
TO pvnl@capdale.com

Philip Bentley, Esq.
Kramer, Levin, Naftalis &
Frankel, LLP
919 Third Avenue
New York, NY 10022
VIA E-MAIL IN PDF FORMAT
TO pbentley@kramerlevin.com

Warren H. Smith
Warren H. Smith & Associates
325 North Saint Paul Street
Dallas, TX 75201
VIA U.S. MAIL AND VIA E-MAIL IN AN ELECTRONIC FORMAT TO whsmith@whsmithlaw.com

/s/ Kathleen M. Miller
Kathleen M. Miller